

RECORDATION NO. 25426-R FILED

NOV 12 '10 -2 25 PM

SURFACE TRANSPORTATION BOARD

NOV 12 2010

RECEIVED

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

VIA UPS 2<sup>nd</sup> DAY AIR

November 10, 2010

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Re: Documents for Rail Recordation

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated October 13, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 25426.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N River Road, Suite 5000  
Rosemont, IL 60018

Lessee: United Sugars Corporation  
524 Center Avenue  
Morrhead, MN 56560

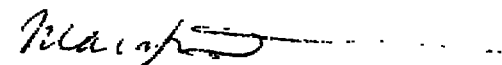
A description of the railroad equipment covered by the enclosed document is for thirty five (35) covered hopper cars having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(UNSU006)

NOV 12 '10 -2 25 PM

ASSGN.'NO.: UNSU006

## MEMORANDUM OF LEASE

SOUTHERN TRANSPORTATION BOARD

BTH THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13th day of October, 2010 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and United Sugars Corporation a Minnesota corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of November 3, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of August 10, 2010, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski  
 Name: K.A. Dombrowski  
 Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
 Name: RICHARD F. SEYMOUR  
 Title: VICE PRESIDENT SALES & MARKETING

Executed on this 13th day of October, 2010.

[CORPORATE SEAL]

STATE OF MinnesotaCOUNTY OF Clay

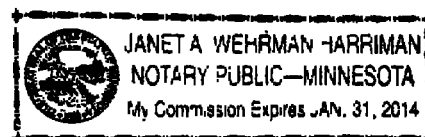
I, Janet A. Wehrman Harriman, a Notary Public of the County and State aforesaid, certify that Lee Glass personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13 day of September, 2010.

Janet A. H  
 Notary Public

My Commission Expires:

Jan 31 2014  
 (Notary Public)



**LESSEE:**

UNITED SUGARS CORPORATION

ATTEST:

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: Lee Glas  
Name: Lee Glas  
Title: Director of Transportation  
Executed on this 13 day of Sept, 2010.

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid,  
certify that RICHARD F SEYMOUR personally appeared before me this day and  
acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13<sup>th</sup> day of October 2010.

Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:**           Thirty-five (35)

**DESCRIPTION OF CARS:**   5250 cu. ft. covered hopper cars equipped with SS gravity/pneumatic outlets, ATP hatch-in-hatch/ round hatch covers, and food grade linings for sugar service

**CAR NUMBERS:**

FURX	850742
FURX	850743
FURX	850745
FURX	850747
FURX	850748
FURX	850749
FURX	851001
FURX	851002
FURX	851004
FURX	851011
FURX	851014
FURX	851015
FURX	851018
FURX	851021
FURX	851024
FURX	851025
FURX	851028
FURX	851029
FURX	851031
FURX	851034
FURX	851045
FURX	851049
FURX	851052
FURX	851053
FURX	851062
FURX	851063
FURX	851065
FURX	851069
FURX	851072
FURX	851076
FURX	851084
FURX	851091
FURX	851095
FURX	851097
FURX	851098